

EXHIBIT D



Brittany Rawlings <fashionbosses@gmail.com>

Re: Confidential. FashionBoss Business Plan.

Brittany Rawlings <brittany@fashionboss.com>
To: Brittany Rawlings <brittany@fashionboss.com>

Tue, Nov 6, 2012 at 4:18 PM

Very Truly,

Brittany Rawlings

Founder/ Fashion Lawyer/ Fashion Designer

FASHIONBOSSE | Brittany@fashionboss.com

O | (917) 647 4599

C | (239) 293 4391

www.fashionboss.comB | [tumblr](#) FashionBossB | [tumblr](#) Fashion LawT | [twitter](#)F | [facebook](#)P | [pinterest](#)

P THINK GREEN! BEFORE PRINTING THIS E-MAIL PLEASE CONSIDER WHETHER IT IS NECESSARY TO DO SO.

CONFIDENTIAL INFORMATION: THIS EMAIL MESSAGE ANY ANY ATTACHMENTS THEREIN IS PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR USE OF THE ADDRESSEE NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. THERE IS AND SHALL BE NO WAIVER OF ANY PRIVILEGE OR CONFIDENCE BY YOUR RECEIPT OF THIS TRANSMISSION. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE RETURN MAIL TO SENDER BY REPLYING TO THIS EMAIL MESSAGE OR BY TELEPHONE. THANK YOU.

From: James Barry <jbarry@procapindustries.com>**Date:** Tuesday, November 6, 2012 1:45 PM**To:** Brittany Rawlings <brittany@fashionboss.com>**Subject:** Re: Confidential. FashionBoss Business Plan.

You had left off LLC on my penny black email. I received it.

James Barry
900 Third Avenue
25th Floor
NY,NY
10022

On Nov 6, 2012, at 12:47 PM, Brittany Rawlings <brittany@fashionboss.com> wrote:

One of your emails bounced back, so just making sure the email was received.
Thanks,

Very Truly,

Brittany Rawlings

Founder/ Fashion Lawyer/ Fashion Designer

<824AF0A6-C69C-41C4-AE29-EAF7E8A810A1[6].png>

E | Brittany@fashionboss.com

O | (917) 647 4599

C | (239) 293 4391

www.fashionboss.comB | [tumblr](#) FashionBossB | [tumblr](#) Fashion LawT | [twitter](#)F | [facebook](#)P | [pinterest](#)

P THINK GREEN! BEFORE PRINTING THIS E-MAIL PLEASE CONSIDER WHETHER IT IS NECESSARY TO DO SO.

CONFIDENTIAL INFORMATION: THIS EMAIL MESSAGE ANY ANY ATTACHMENTS THEREIN IS PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR USE OF THE ADDRESSEE NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. THERE IS AND SHALL BE NO WAIVER OF ANY PRIVILEGE OR CONFIDENCE BY YOUR RECEIPT OF THIS TRANSMISSION. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE RETURN MAIL TO SENDER BY REPLYING TO THIS EMAIL MESSAGE OR BY TELEPHONE. THANK YOU.

From: Brittany Rawlings <brittany@fashionboss.com>

Date: Tuesday, November 6, 2012 10:03 AM

To: <jbarry@procapindustries.com>, <jbarry@pennyblack.com>

Subject: Confidential. FashionBoss Business Plan.

Good Morning Jim,

It was great speaking with you yesterday. Please find attached FashionBoss's two business plans:

(I) The Comprehensive Business Plan includes the Online Education (digital textbook, webinars, interactive learning content), the Virtual Accelerator (the creative and business software tools), and the network and discovery platform (the feature Charles was most interested in).

(II) The Online Education Business Plan solely includes the Online Education (digital textbook, webinars, interactive learning content).

Both business plans are revisions to the original business plan that was presented in October- the "e-learning platform" has been more clearly developed out as "Online Education" and made separate from the Virtual Accelerator.

Please confirm receipt of both business plans.

I have also attached a relevant article for your review.

Please let me know when would be a good time to discuss the business plans.

Lastly, prior to sending the educational content, would PennyBlack agree to a letter of confidentiality and/or interest? If PennyBlack has a typical form used, please feel free to send my way.

Thank you very much!

Very Truly,

Brittany Rawlings

Founder/ Fashion Lawyer/ Fashion Designer

<824AF0A6-C69C-41C4-AE29-EAF7E8A810A1[3].png>

E | Brittany@fashionboss.com

O | (917) 647 4599

C | (239) 293 4391

www.fashionboss.com

B | [tumblr FashionBoss](#)

B | [tumblr Fashion Law](#)

T | [twitter](#)

F | [facebook](#)

P | [pinterest](#)

P THINK GREEN! BEFORE PRINTING THIS E-MAIL PLEASE CONSIDER WHETHER IT IS NECESSARY TO DO SO.

CONFIDENTIAL INFORMATION: THIS EMAIL MESSAGE ANY ANY ATTACHMENTS THEREIN IS PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR USE OF THE ADDRESSEE NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. THERE IS AND SHALL BE NO WAIVER OF ANY PRIVILEGE OR CONFIDENCE BY YOUR RECEIPT OF THIS TRANSMISSION. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE RETURN MAIL TO SENDER BY REPLYING TO THIS EMAIL MESSAGE OR BY TELEPHONE. THANK YOU.

From: Brittany Rawlings <brittany@fashionboss.com>

Date: Friday, October 26, 2012 5:19 PM

To: <jbarry@procapindustries.com>

Cc: Larry Salameño <lsalameño@permal.com>, Charles Salameño <csalameño@pennyblackllc.com>

Subject: Update to FashionBoss

Hello Jim,

Hope all is well. Just wanted to send you a brief update regarding FashionBoss. After reviewing the content from my past two legal seminars (CLE), I have decided that the content is not entirely representative of what I want to provide for FashionBoss's primary audience-- my lecture topics and word choices were tailored for sophisticated lawyers, not the average startup person. I found it too formal.

Therefore, I have started writing the first chapter, "Jump Start Your Fashion Business" in e-book or online form. The business plan is also being revised, but I first needed to conduct research on the textbook and e-book business.

This evening I am interviewing case study 1, a young woman from NYC who wants to start her own fashion business, and should hopefully have some great things to share.

Look forward to hearing your thoughts.

Thank you and have a nice weekend.

Very Truly,

Brittany Rawlings

Founder/ Fashion Lawyer/ Fashion Designer

<824AF0A6-C69C-41C4-AE29-EAF7E8A810A1[1].png>

E | Brittany@fashionboss.com

O | (917) 647 4599

C | (239) 293 4391

www.fashionboss.com

B | [tumblr FashionBoss](#)

B | [tumblr Fashion Law](#)

T | [twitter](#)

F | [facebook](#)

P | [pinterest](#)

P THINK GREEN! BEFORE PRINTING THIS E-MAIL PLEASE CONSIDER WHETHER IT IS NECESSARY TO DO SO.

CONFIDENTIAL INFORMATION: THIS EMAIL MESSAGE ANY ANY ATTACHMENTS THEREIN IS PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR USE OF THE ADDRESSEE NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. THERE IS AND SHALL BE NO WAIVER OF ANY PRIVILEGE OR CONFIDENCE BY YOUR RECEIPT OF THIS TRANSMISSION. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE RETURN MAIL TO SENDER BY REPLYING TO THIS EMAIL MESSAGE OR BY TELEPHONE. THANK YOU.

From: Brittany Rawlings <brittany@fashionboss.com>

Date: Wednesday, October 24, 2012 1:54 PM

To: Charles Salameno <csalameno@pennyblackllc.com>, <lsalameno@permal.com>, <jbarry@procapindustries.com>

Subject: Thank you

Dear Mr. Salameno, Jim & Charles,

Thank you for meeting with me again regarding FashionBoss. After meeting with Jim again yesterday, I am D.C. bound and ready to start on the FashionBoss curriculum. I will be providing a business plan that sets forth a fashion entrepreneurial curriculum with two initial chapters for your review.

Thank you very much,

Very Truly,

Brittany Rawlings

Founder/ Fashion Lawyer/ Fashion Designer

<824AF0A6-C69C-41C4-AE29-EAF7E8A810A1[88].png>

E | Brittany@fashionboss.com

O | (917) 647 4599

C | (239) 293 4391

www.fashionboss.com

B | [tumblr FashionBoss](#)

B | [tumblr Fashion Law](#)

T | [twitter](#)

F | [facebook](#)

P | [pinterest](#)

P THINK GREEN! BEFORE PRINTING THIS E-MAIL PLEASE CONSIDER WHETHER IT IS NECESSARY TO DO SO.

CONFIDENTIAL INFORMATION: THIS EMAIL MESSAGE ANY ANY ATTACHMENTS THEREIN IS PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR USE OF THE ADDRESSEE NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. THERE IS AND SHALL BE NO WAIVER OF ANY PRIVILEGE OR CONFIDENCE BY YOUR RECEIPT OF THIS TRANSMISSION. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE RETURN MAIL TO SENDER BY REPLYING TO THIS EMAIL MESSAGE OR BY TELEPHONE. THANK YOU.

<824AF0A6-C69C-41C4-AE29-EAF7E8A810A1[88].png>

<824AF0A6-C69C-41C4-AE29-EAF7E8A810A1[1].png>

FASHIONBOSS™



BUSINESS PLAN
Confidential & Proprietary
November 2012

Brittany Rawlings, Esq.
Brittany@fashionboss.com
(239) 293-4391

FASHIONBOSS™

Disclaimer

This Business Plan (and any and all drafts and parts thereof) is/are based upon information supplied by the Company, its managing executives and/or its stockholders (collectively referred to as "the company" and/or "management"), and is being furnished on a confidential basis, solely for use by prospective investors in and/or potential strategic business associates of the company (collectively "recipient"). The use or distribution of this Business Plan to any other parties or for any other purposes is not authorized.

Neither the company nor any of its employees, affiliates or representatives makes any representation or warranty, express or implied, as to the accuracy or completeness of any of the information contained in this Business Plan or in any other written or oral communication transmitted or made available to a recipient. Each of such parties expressly disclaims any and all liability relating to or resulting from the use of this Business Plan or such communications by a recipient or any of its affiliates or representatives. Only those specific, express representations and warranties, if any, which may be made to a recipient in one or more definitive written agreements when, as and if executive, and subject to all such limitations and restrictions as may be specified in such definitive written agreements, may be relied on by a recipient or have any legal effect whatsoever.

Material portions of the information presented in this Business Plan constitute "forward-looking statements" which can be identified by the use of forward looking terminology such as "may", "will", "expect", "anticipate", "estimate", "plan", or "continue" or the negative form thereof or other variations thereon or comparable terminology. Such forward-looking statements represent the subjective views of the management believes are reasonable but which may or may not prove to be correct. There can be no assurance that management's views are accurate or that management's estimates will be realized, and nothing contained herein is or should be relied on as a representation, warranty or promise as to the future performance or condition of the company. Industry experts may disagree with these assumptions and with management's view of the market and the prospects of the company.

The sole purpose of the Business Plan is to assist a recipient in deciding whether to proceed with further investigation but this Business Plan does not purport to contain all material information that an interested party might consider in investigating the company. A recipient should conduct his or her own independent analysis and investigation. This Business Plan shall not be construed to indicate that there has not been any change in the financial condition, business, operations, plans or other affairs of the company since the date of preparation. The company does not expect to update or otherwise revise this Plan to reflect any such changes.

The recipient of this Business Plan acknowledges and agrees that (a) all of the information contained herein or received in written or oral form from the company will be kept confidential; (b) the recipient will not reproduce this Plan, in whole or in part; (c) if the recipient does not wish to pursue this matter, it will return the Business Plan to the company; and (d) proposed actions by the recipient which are inconsistent in any manner with the foregoing agreement will require the prior written consent of the company.

THIS BUSINESS PLAN IS FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES.

The Company reserves the right, in its sole discretion, to reject any and all proposals made by or on behalf of any recipient, to accept any such proposal, to negotiate with one or more recipients at any time, and to enter into a definitive agreement without prior notice to other recipients. The company also reserves the right to terminate, at any time, further participation in the investigation and proposal process by, or discussions or negotiations with, any recipient without reason.

FASHIONBOSS™

TABLE OF CONTENTS

TABLE OF CONTENTS.....3

EXECUTIVE SUMMARY.....4

THE PROBLEM.....6

COMPANY ANALYSIS.....8

INDUSTRY AND MARKET ANALYSIS.....20

MARKET ANALYSIS.....35

COMPETITIVE ANALYSIS.....36

MARKETING PLAN.....39

OPERATIONS PLAN.....43

FINANCIAL PLAN.....44